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FCC MELLON

FEB 02 2006

February 2, 2006

Glenn S. Richards
202.663.8215
glenn.richards@pillsburylaw.com

VIA MELLON BANK

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Dear Ms. Dortch:

On behalf of our client, A.R.C. Networks, Inc. d/b/a InfoHighway Communications ("InfoHighway"), an indirect subsidiary of Eureka Broadband Corporation, and Future Telecom, Inc. ("Future"), we hereby submit an original and six (6) copies of the Joint Application of InfoHighway and Future to transfer certain assets of Future, including customer accounts and accounts receivable, to InfoHighway. We also submit a check in the amount of \$895.00 to cover the filing fee for the Joint Application, as well as an FCC Form 159 Remittance Advice.

Please date-stamp the "Receipt" copy of this filing and return it in the enclosed self-addressed, stamped envelope. Please contact the undersigned if you have any questions or concerns.

Sincerely,

Glenn S. Richards
*Counsel for A.R.C. Networks, Inc. d/b/a
InfoHighway Communications*

Enclosures
536018-0000006

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of the Joint Application of)
)
)

A.R.C. NETWORKS, INC.)
D/B/A INFOHIGHWAY COMMUNICATIONS)

and)

FUTURE TELECOM, INC.,)

WC Docket No. 06-_____

Request For Authority Pursuant to Section 214)
of the Communications Act of 1934, as amended,)
to Transfer Certain Assets of an Authorized)
Domestic Carrier)
_____)

JOINT APPLICATION

I. INTRODUCTION

A. Summary of Transaction

A.R.C. Networks, Inc. d/b/a InfoHighway Communications ("InfoHighway"), an indirect subsidiary of Eureka Broadband Corporation, and Future Telecom, Inc. (collectively "Applicants"), pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C.A. § 214, and Sections 63.04 of the Federal Communications Commission's ("Commission's") Rules, 47 C.F.R. §§ 63.04, to transfer certain assets of Future to InfoHighway. In particular, Future Telecom has entered into an Asset Purchase Agreement with InfoHighway whereby InfoHighway will acquire certain assets of Future, including customer accounts and accounts receivable.¹ The proposed transaction will not result in a loss or impairment of service to Future

¹ Pursuant to preexisting plans to migrate customers from InfoHighway to Eureka Broadband Corporation ("Eureka"), which the Commission approved on July 25, 2005 (See DA 05-2059, WC Docket No.

customers. Accordingly, this application is submitted as a transfer of control under the Commission's Rules.

B. Request for Expedited Consideration

In light of the benefits that the Applicants expect from the proposed transactions, Applicants seek expedited approval to allow consummation of the proposed transactions as soon as possible.

C. Application Eligible for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §§ 63.03. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, (1) Applicants and their Affiliates (as defined in Section 3(1) of the Communications Act – "Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transactions) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.

In support of this Application, Applicants provide the following information:

II. DESCRIPTION OF APPLICANTS

A. A.R.C. Networks, Inc. d/b/a InfoHighway Communications

A.R.C. Networks, Inc. d/b/a InfoHighway Communications is a New York corporation with headquarters located at 175 Pinelawn Road, Suite 408, Melville, New York 11747.

05-214), Future's customers may eventually be migrated to Eureka. While these customers will, of course, be provided notice in accordance with the rules of the Department and the Federal Communications Commission, InfoHighway and Eureka do not intend to separately request authority from the Commission for this migration, as such a request would be redundant.

InfoHighway is a wholly owned subsidiary of Eureka Broadband Corporation. InfoHighway offers high-quality local and long distance telephone services, point-to-point data services, high-speed Internet services, network design and wiring. InfoHighway holds blanket domestic authority to provide interstate service and global resale authority to provide international services. *See* FCC File No. ITC-214-19960116-00008.

B. Future Telecom, Inc.

Future Telecom, Inc. is a Delaware corporation, located at 17 State Street, Suite 800, New York, NY 10004. Future holds blanket domestic authority to provide interstate service and is authorized provide international services. *See* FCC File No. ITC-214-20000410-0020.

III. DESCRIPTION OF THE TRANSACTION

Applicants propose to complete a transaction through which InfoHighway will acquire certain assets of Future. In particular, InfoHighway and Future have entered into an Asset Purchase Agreement (“Agreement”) dated as of January 12, 2006. Under the terms of the Agreement, InfoHighway will purchase for cash certain assets of Future Telecom, including customer accounts and accounts receivables.

Once the transaction has closed, following the receipt of all required regulatory approvals, Future customers will be migrated to InfoHighway. Following the proposed migration, customers who currently receive service from Future Telecom will receive service from InfoHighway.

Following the proposed transactions, Future’s customers will continue to receive services under the same rates, terms and conditions as those services are currently provided to them. Applicants therefore expect that the proposed transactions will be virtually transparent to

Future's customers in terms of the services that those customers receive. As an established carrier, InfoHighway is well qualified to provide service to Future's customers.

IV. PUBLIC INTEREST STATEMENT

The proposed transactions described above, serve the public interest in promoting competition among telecommunications providers. In particular, the proposed transactions will allow InfoHighway to compete more effectively against larger carriers which have substantial resources and can offer a wide range of facilities based service offerings. Future's customers will benefit from the experience of InfoHighway, an expansive offering of voice and data telecommunications and IP products and services, competitive pricing and outstanding customer service.

Given the increasingly competitive nature of the telecommunications market, Applicants are seeking to complete the proposed transactions as soon as possible to ensure that customers can obtain rapidly the benefits of the proposed transaction. Accordingly, Applicants respectfully request that the Commission process, consider, and approve this Application as expeditiously as possible.

V. INFORMATION REQUIRED BY SECTION 63.04

Pursuant to Section 63.04 of the Commission's Rules, the Applicants submit the following information:

(a) Name, address and telephone number of each Applicant:

Transferee:

A.R.C. Networks, Inc. d/b/a InfoHighway Communications
175 Pinelawn Road, Suite 408
Melville, New York 11747
Telephone: 631-249-1666

Transferor:

Future Telecom, Inc.
17 State Street, Suite 800
New York, NY 10004
Telephone: 646 356-0422

(b) State of Organizations:

Transferee:

A.R.C. Networks, Inc. d/b/a InfoHighway Communications is a corporation organized under the laws of the State of New York.

Transferor:

Future Telecom, Inc., is a corporation organized under the laws of the State of Delaware

(c) Correspondence concerning this Application should be sent to:

Glenn S. Richards
PILLSBURY WINTHROP SHAW PITTMAN LLP
2300 N Street, N.W.
Washington, D.C. 20037
(202) 663-8215 (phone)
(202) 515-8006 (facsimile)
glenn.richards@pillsburylaw.com

With copies to:

Legal Department
Eureka Broadband Corporation
39 Broadway
19th Floor
New York, NY 10006
212-404-5000 (phone)
212-404-5199 (fax)

And:

Jennifer D. Janelle
SHIPMAN & GOODWIN LLP
One Constitution Plaza
Hartford, Connecticut 06103-1919
(860) 251-5912 (Tel)
(860) 251-5211 (Fax)
jjanelle@goodwin.com

(d)

1) Equity ownership of A.R.C. Networks, Inc. d/b/a InfoHighway Communications:

Name: InfoHighway Communications Corporation
Address: 39 Broadway
New York, New York 10006
Citizenship: U.S.
Principal Business: Holding Company
% Equity: 100%

2) The following entity owns or controls 10% or more of InfoHighway Communications Corporation

Name: Eureka Broadband Corp.
Address: 39 Broadway
New York, New York 10006
Citizenship: U.S.
Principal Business: Telecommunications services
% Equity: 100% (of both entities)

3) The following entities will own or control 10% or more of Eureka Broadband Corp.

Name: AP EUREKAGGN LLC
Address: 60 Columbus Circle, 20th Floor
New York, NY 10023
Citizenship: U.S.
Principal Business: Investing
% Equity: 27%

Name: Trimaran Investments II, L.L.C.²
Address: 622 Third Avenue, 35th Floor
New York, NY 10017
Citizenship: U.S.
Principal Business: Investing
% Equity: 24%

Name: Lazard Freres & Co., LLC
Address: 30 Rockefeller Center, 48th Floor
New York, NY 10020
Citizenship: U.S.
Principal Business: Investing
% Equity: 12%

Name: GigaLine, L.P.
Address: c/o Crestline Investor, Inc.
201 Main Street, Suite 1900
Fort Worth, TX 76102
Citizenship: U.S.
Principal Business: Investing
% Equity: 11%

- 4) No entity owns more than 37% of **AP EUREKAGGN LLC**. No entity owns or controls more than 41% of **Trimaran**. No entity owns more than 50% of **Lazard Freres & Co., LLC**.
- 5) The following entities own or control more than 50% of **GigaLine, L.P.**:

Name: Thru Line Inc.
Address: c/o Crestline Investor, Inc.
201 Main Street, Suite 1900
Fort Worth, TX 76102
Citizenship: U.S.
Principal Business: Investing
% Equity: 100%

² Trimaran Investments II, L.L.C. holds its interests through five different entities, none of which individually hold more than 10% in Eureka Broadband Corp. Those entities are Trimaran Fund II, L.L.C., CIBC MB Inc., CIBC Employee Private Equity Fund (Trimaran) Partners, Trimaran Parallel Fund II, L.P. and Trimaran Capital, L.L.C.

- 6) The following entities own or control more than 50% of **Thru Line Inc.**

Name: Edward P. Bass
Address: c/o Crestline Investor, Inc.
201 Main Street, Suite 1900
Fort Worth, TX 76102
Citizenship: U.S.
Principal Business: Investing
% Equity: 100%

Other than the foregoing, following the transaction, to the best of the Applicants' knowledge no other person or entities will directly or indirectly own ten percent (10%) or more of the equity of **A.R.C. Networks, Inc. d/b/a InfoHighway Communications.**

- (e) Applicants certify that they are not subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1998. *See* 21 U.S.C. § 853a. *See also* 47 C.F.R. §§ 1.2001-1.2003.
- (f) **Description of the transaction.** Please see Section III of this Application.
- (g) **Jurisdiction Where Applicants And Affiliates Provide Service**

InfoHighway is authorized to provide competitive local exchange services in California, Connecticut, Delaware, Washington D.C., Florida, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, Ohio, Pennsylvania, Rhode Island, Texas, Vermont and Virginia.

InfoHighway is authorized as an interexchange carrier in Arizona, Arkansas, California, Colorado, Connecticut, Delaware, Washington D.C., Florida, Georgia, Illinois, Indiana, Kansas, Kentucky, Louisiana, Maine, Maryland, Massachusetts, Michigan, Minnesota, Missouri, Nevada, New Hampshire, New Jersey, New York, North Carolina, Ohio, Oklahoma, Pennsylvania, Rhode Island, South Carolina, Tennessee, Texas, Vermont and Virginia.

Eureka Broadband Corp. holds controlling interests in Gillette Global Networks d/b/a Eureka Networks, which provides service in New York and New Jersey, Elink Telecommunications Incorporated, which provides service in Maryland and the District of Columbia, and Elink Telecommunications of VA, Incorporated, which provides service in Virginia.


Future is authorized to provide local and interexchange services California, Connecticut, Florida, Illinois, Kansas, Massachusetts, New Jersey, New York and Texas.

- (h) Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Sections 63.03 of the Commission's Rules, 47 C.F.R. §63.03. In particular, with respect to domestic authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, (1) Applicants and their Affiliates (as defined in Section 3(1) of the Communications Act – "Affiliates") combined will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Applicants and their Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transactions) and; (3) none of the Applicants or their Affiliates is dominant with respect to any service.
- (i) A statement showing how grant of the application will serve the public interest, convenience and necessity is provided in **Section IV** above.

VI. CONCLUSION

For the reasons stated above, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application. Applicants therefore respectfully request that the Commission consider and approve this Application expeditiously to permit Applicants to consummate the proposed transaction as soon as possible.

Respectfully submitted,



Glenn S. Richards
PILLSBURY WINTHROP SHAW
PITTMAN LLP
2300 N Street, N.W.
Washington, D.C. 20037
202-663-8215 (Tel)
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glenn.richards@pillsburylaw.com

Jennifer D. Janelle
SHIPMAN & GOODWIN LLP
One Constitution Plaza
Hartford, Connecticut 06103-1919
(860) 251-5912 (Tel)
(860) 251-5211 (Fax)
jjanelle@goodwin.com

Counsel for A.R.C. Networks, Inc. d/b/a
InfoHighway Communications

Counsel for Future Telecom, Inc.

Dated: February 2, 2006



February 2, 2006

Dear Valued Customers:

A.R.C. Networks, Inc. d/b/a InfoHighway Communications ("InfoHighway"), an indirect subsidiary of Eureka Broadband Corporation and Future Telecom, Inc. are pleased to announce that InfoHighway will acquire the business and residential customers of Future Telecom.

InfoHighway is a well-established, successful New York-based company with best-in-class customer service and support, state-of-the-art billing platform. InfoHighway has an exciting, innovative set of voice, data and Internet services, and a customer base of almost 14,000 accounts. The company has more than \$110 million in revenue and serves approximately 150,000 access lines in 14 Northeastern and Mid-Atlantic states.

We know you will be pleased with the quality of InfoHighway's services and want to assure you that you will continue to receive all the features/services you currently have and the change will not affect the price of those services.

You may, of course, choose another carrier for your telephone service, subject to any termination restrictions in your current contract. The transfer to InfoHighway will occur on or after March 25, 2006.

The actual effective date of the transfer will depend on when the appropriate state and federal regulatory approvals are received. Customers who have not taken action prior to the transfer date will be transferred to InfoHighway and will have to wait until the migration has occurred before switching to another provider. No action is required by you for InfoHighway to automatically become your local and long distance provider (if you were receiving those services from Future Telecom). Please remember that you are still responsible to pay bills for services provided during the transition period.

You will not be charged any carrier-change fees as a result of the transaction. Please note that any "freeze" you have placed on your existing telephone lines to prevent unauthorized transfer to another long distance carrier will be over-ridden for purposes of this transaction, and will need to be reinstated by you after the transfer is complete.

Providing excellent and uninterrupted service to our valued customers continues to be our top priority. Your existing rates, configuration and billing will remain the same, with no changes. The only change will be that, in the future, the combined InfoHighway/Future entity will be able to offer you new and innovative services including VoIP and Hosted PBX solutions.

If you have any questions about the transaction and/or your account, please feel free to contact Future Telecom's Customer Care department at 1 (888) 450-8309.

Sincerely,

Raul A. Martynek
President and CEO
Eureka/InfoHighway

Patrick Gentemann
Chairman
Future Telecom

Verifications

VERIFICATION

I, **RAUL MARTYNEK**, being duly sworn according to law, depose and say that I am the *President* of A.R.C. Networks, Inc. ("A.R.C."); that I am authorized to and do make this Verification for it; that the facts set forth in the above Petition are true and correct to the best of my knowledge, information and belief, and that I expect A.R.C. to be able to prove the same at any hearing hereof; and that A.R.C. understands that, if the contents of the Petition are found to be false or to contain misrepresentations, any authority granted may be suspended or revoked. I further depose and say that the authority to submit the Petition has been properly granted.



RAUL MARTYNEK

STATE OF NEW YORK)

COUNTY OF Suffolk)

SS.

SUBSCRIBED AND SWORN to me this 26 day of January, 2006.

Witness my hand and official seal.


LOIS CIRAOLO
Notary Public, State of New York
No. 0101074069
Qualified in Suffolk County
Commission Expires January 21, 2007



Notary Public.

VERIFICATION

I, ~~Patrick Gontmann~~ Chief Executive Officer being duly sworn according to law, depose and say that I am the Chief Executive Officer of Future Telecom, Inc. ("Future"); that I am authorized to and do make this Verification for it; that the facts set forth in the above notice are true and correct to the best of my knowledge, information and belief, and that I expect Future to be able to prove the same at any hearing hereof; and that Future understands that, if the contents of the notice are found to be false or to contain misrepresentations, any authority granted may be suspended or revoked. I further depose and say that the authority to submit the notice has been properly granted.



STATE OF New York

)

SS.

COUNTY OF Westchester

)

SUBSCRIBED AND SWORN to me this 24 day of January 2006.

Witness my hand and official seal.

Caroline Papadatos

Notary Public.

CAROLINE PAPADATOS
NOTARY PUBLIC, State of New York
No. 314907292
Qualified in New York County
Commission Expires 11/7/2006

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page: 1 of 2

| | | | |
|--|---------------------------------------|---|-------------------------------|
| (1) LOCK BOX # 358145 | | SPECIAL USE ONLY | |
| SECTION A - PAYER INFORMATION | | | |
| (2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) A.R.C. Networks, Inc. | | (3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00 | |
| (4) STREET ADDRESS LINE NO. 1 175 Pine Lawn Road, Suite 408 | | | |
| (5) STREET ADDRESS LINE NO. 2 | | | |
| (6) CITY Melville | | (7) STATE NY | (8) ZIP CODE 11747 |
| (9) DAYTIME TELEPHONE NUMBER (include area code) (631) 249-1666 | | (10) COUNTRY CODE (if not in U.S.A.) | |
| FCC REGISTRATION NUMBER (FRN) REQUIRED | | | |
| (11) PAYER (FRN) 0004335741 | | (12) FCC USE ONLY | |
| IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET | | | |
| (13) APPLICANT NAME A.R.C. Networks, Inc. | | | |
| (14) STREET ADDRESS LINE NO. 1 175 Pine Lawn Road, Suite 408 | | | |
| (15) STREET ADDRESS LINE NO. 2 | | | |
| (16) CITY Melville | | (17) STATE NY | (18) ZIP CODE 11747 |
| (19) DAYTIME TELEPHONE NUMBER (include area code) (631) 249-1666 | | (20) COUNTRY CODE (if not in U.S.A.) | |
| FCC REGISTRATION NUMBER (FRN) REQUIRED | | | |
| (21) APPLICANT (FRN) 0004335741 | | (22) FCC USE ONLY | |
| COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET | | | |
| (23A) CALL SIGN/OTHER ID | (24A) PAYMENT TYPE CODE CUT | (25A) QUANTITY 1 | |
| (26A) FEE DUE FOR (PTC) \$895.00 | (27A) TOTAL FEE \$895.00 | FCC USE ONLY | |
| (28A) FCC CODE 1 | | (29A) FCC CODE 2 | |
| (23B) CALL SIGN/OTHER ID | (24B) PAYMENT TYPE CODE | (25B) QUANTITY | |
| (26B) FEE DUE FOR (PTC) | (27B) TOTAL FEE | FCC USE ONLY | |
| (28B) FCC CODE 1 | | (29B) FCC CODE 2 | |
| SECTION D - CERTIFICATION | | | |
| CERTIFICATION STATEMENT I, <u>Harrell Tausm</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. | | | |
| SIGNATURE <u>Harrell Tausm</u> | | DATE <u>2/2/05</u> | |
| SECTION E - CREDIT CARD PAYMENT INFORMATION | | | |
| MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____ | | | |
| ACCOUNT NUMBER _____ | | EXPIRATION DATE _____ | |
| I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described. | | | |
| SIGNATURE _____ | | DATE _____ | |

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)

Page No. 2 of 2

SPECIAL USE

FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB- ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME

Future Telecom. Inc.

(14) STREET ADDRESS LINE NO. 1

17 State Street, Suite 800

(15) STREET ADDRESS LINE NO. 2

(16) CITY

New York

(17) STATE

NY

(18) ZIP CODE

10004

(19) DAYTIME TELEPHONE NUMBER (include area code)

(646) 356-0400

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

0005094099

(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

(25A) QUANTITY

(26A) FEE DUE FOR (PTC)

(27A) TOTAL FEE

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

(23C) CALL SIGN/OTHER ID

(24C) PAYMENT TYPE CODE

(25C) QUANTITY

(26C) FEE DUE FOR (PTC)

(27C) TOTAL FEE

FCC USE ONLY

(28C) FCC CODE 1

(29C) FCC CODE 2

(23D) CALL SIGN/OTHER ID

(24D) PAYMENT TYPE CODE

(25D) QUANTITY

(26D) FEE DUE FOR (PTC)

(27D) TOTAL FEE

FCC USE ONLY

(28D) FCC CODE 1

(29D) FCC CODE 2

(23E) CALL SIGN/OTHER ID

(24E) PAYMENT TYPE CODE

(25E) QUANTITY

(26E) FEE DUE FOR (PTC)

(27E) TOTAL FEE

FCC USE ONLY

(28E) FCC CODE 1

(29E) FCC CODE 2

(23F) CALL SIGN/OTHER ID

(24F) PAYMENT TYPE CODE

(25F) QUANTITY

(26F) FEE DUE FOR (PTC)

(27F) TOTAL FEE

FCC USE ONLY

(28F) FCC CODE 1

(29B) FCC CODE 2